

State of California



SECRETARY OF STATE

CERTIFICATE OF QUALIFICATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify that on the **16th day of February, 2005**, **KSBY COMMUNICATIONS, INC.**, a corporation organized and existing under the laws of **Delaware**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of February 16, 2005.



Kevin Shelley
KEVIN SHELLEY
Secretary of State



State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 16 2005



Kevin Shelley
Secretary of State

FEB 16 2005

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

KEVIN SHELLEY, Secretary of State

KSBY Communications, Inc.

(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is _____
2711 Centerville Road, Suite 400, Wilmington, DE 19808
2. The address of its principal office in the State of California is _____
1772 Calle Joaquin, San Luis Obispo, CA 93405

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4)

- 3 (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

Corporation Service Company which will do business in
California as CSC-Lawyers Incorporating Service _____, a corporation organized and existing

under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

- 5 It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.


(Signature of Corporate Officer)

JAMES W. MARTIN, TREASURER
(Typed Name and Title of Officer Signing)

Delaware

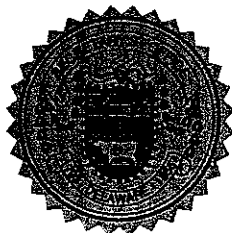
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KSBY COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KSBY COMMUNICATIONS, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3912244 8300

050052671

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3632579

DATE: 01-21-05



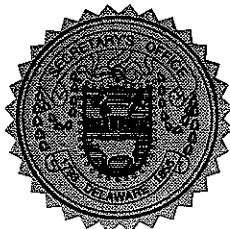
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "KSBY COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2005, AT 1:41 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3912244 8100

050044804

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3629016

DATE: 01-20-05

CERTIFICATE OF INCORPORATION
OF
KSBY COMMUNICATIONS, INC.

FIRST: The name of the corporation is KSBY Communications, Inc.

SECOND: The initial registered agent in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, New Castle County, DE 19808. The registered agent in charge thereof is Corporation Service Company.

THIRD: The total number of shares the corporation is authorized to issue is 1000 shares of common stock, each with a par value of \$0.01 per share

FOURTH: The name and post office address of the incorporator signing these Certificate of Incorporation is as follows:

Matthew V. Munro
c/o Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, D.C. 20036-6802

FIFTH: The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

<u>Name</u>	<u>Address</u>
Ivan V. Anderson, Jr	134 Columbus Street, Charleston, SC 29403
Pierre Manigault	134 Columbus Street, Charleston, SC 29403
James W. Martin	134 Columbus Street, Charleston, SC 29403
Travis O. Rockey	134 Columbus Street, Charleston, SC 29403
Terry Hurley	600 East Superior Street, Suite 203, Duluth, MN 55802

SIXTH: The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be organized under the General Corporation Law of Delaware.

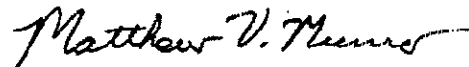
SEVENTH: The period of duration is perpetual.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation shall have the following powers:

(a) To adopt, and to alter or amend the Bylaws and to fix the amount to be reserved as working capital; and

(b) With the consent in writing or pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, to dispose of, in any manner, all or substantially all of the property of this corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed, signed, and acknowledged this Certificate of Incorporation this 19th day of January, 2005.


Matthew V. Munro, Esq.
Incorporator